# FORM D





# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR NIFORM LIMITED OFFERING EXEMPTION

OMB Number: 3235-0076 Expires: April 30, 2008

Prefix

Estimated average burden hours per response ...... 16.00

**SEC USE ONLY** 

DATE RECEIVED

Serial

| UNIFORM LIMITED OFFERING EXEMPT   | IUN I  | DV. T COD 20 V |  |  |  |  |  |
|---|--|----------------|--|--|--|--|--|
|   |  | PECEMEN        |  |  |  |  |  |
| Name of Offering ( check if this is an amendment and name has changed, and indicate change.) HIPEP V-Asia Pacific and Rest of World Non-Carry Cayman Partnership Fund L.P.            |  | (8)            |  |  |  |  |  |
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section   | on 4(6) ULOE   | OCT 1 3 200    |  |  |  |  |  |
| Type of Filing: New Filing Amendment  |  | - 12 Korr      |  |  |  |  |  |
| A. BASIC IDENTIFICATION DATA  |  |                |  |  |  |  |  |
| Enter the information requested about the issuer  |  |                |  |  |  |  |  |
| Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) HIPEP V-Asia Pacific and Rest of World Non-Carry Cayman Partnership Fund L.P. (the "Fund") |  |                |  |  |  |  |  |
| Address of Executive Offices (Number and Street, City, State, Zip Code)   | Telephone Number (Including A  | rea Code)      |  |  |  |  |  |
| c/o Walkers SPV, P.O. Box 908 GT, George Town, Grand Cayman, Cayman Islands, British West Indies (Registered office)  | <i></i>  |                |  |  |  |  |  |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code)   | Telephone Number (Including A  |                |  |  |  |  |  |
| (if different from Executive Offices)  Office of managing member of general partner: c/o HarbourVest Partners, LLC, One Financial   | (617) 348-3707 (Phone humber of the general partner of the general par |                |  |  |  |  |  |
| Center, 44th Floor, Boston, MA 02111  | Ş  | ,              |  |  |  |  |  |
| Brief Description of Business   |  |                |  |  |  |  |  |
| Investment in HIPEP V-Asia Pacific and Rest of World Partnership Fund L.P.  |  | ROCIESED       |  |  |  |  |  |
| Type of Business Organization   |  | CT 18 2005     |  |  |  |  |  |
| corporation   | U  | e To and       |  |  |  |  |  |
| Month Year  |  | THOMSON        |  |  |  |  |  |
| Actual or Estimated Date of Incorporation or Organization:        0     9   | Actual Estimated   | Financyl       |  |  |  |  |  |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Signature of CN for Canada: FN for other foreign jurisdiction)                  | ate: F N   |                |  |  |  |  |  |

# GENERAL INSTRUCTIONS

# Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

# A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Promoter Check Box(es) that Apply: Beneficial Owner Executive Officer Director ■ General and/or Managing Partner Full Name (Last name first, if individual) HIPEP V-Partnership Associates L.P. (the "General Partner") Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 Promoter Check Box(es) that Apply: Beneficial Owner Executive Officer ☑ General and/or Managing Partner\* Director Full Name (Last name first, if individual) HIPEP V-Partnership Associates LLC (the "General Partner of the General Partner") Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner\*\* Full Name (Last name first, if individual) Harbour Vest Partners, LLC (the "Managing Member of the General Partner") Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 Check Box(es) that Apply: Beneficial Owner ■ Executive Officer\*\*\* General and/or Managing Partner Promoter Full Name (Last name first, if individual) Kane, Edward W. Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 Beneficial Owner General and/or Managing Partner Check Box(es) that Apply: Promoter ■ Executive Officer\*\*\* Director Full Name (Last name first, if individual) Zug, D. Brooks Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 General and/or Managing Partner Check Box(es) that Apply: Beneficial Owner Executive Officer\*\*\* Director Promoter Full Name (Last name first, if individual) Anson, George R. Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners (U.K.) Limited, 1-11 Hay Hill, Berkeley Square, London, U.K. Check Box(es) that Apply: Promoter Beneficial Owner ■ Executive Officer\*\*\* Director Director ■ Director General and/or Managing Partner Full Name (Last name first, if individual) Begg, John M.

\* of the General Partner/ \*\* the managing member of the General Partner of the General Partner /\*\*\* of the Managing Member of the General Partner of the General

Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer\*\*\* Director General and/or Managing Partner Full Name (Last name first, if individual) Clark, Theodore A. Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 Beneficial Owner Executive Officer\*\*\* Director General and/or Managing Partner Check Box(es) that Apply: Promoter Full Name (Last name first, if individual) Nemirovsky, Ofer Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 Promoter ■ Executive Officer\*\*\* General and/or Managing Partner Check Box(es) that Apply: Beneficial Owner Director Full Name (Last name first, if individual) Delbridge, Kevin S Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer\*\*\* Director General and/or Managing Partner Full Name (Last name first, if individual) Johnston, William A. Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 Check Box(es) that Apply: Beneficial Owner Executive Officer\*\*\* Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Maynard, Fredrick C. Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 Check Box(es) that Apply: Beneficial Owner ■ Executive Officer\*\*\* Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Wadsworth, Robert M. Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 ☑ Executive Officer\*\*\* Check Box(es) that Apply: Beneficial Owner Director General and/or Managing Partner Promoter Full Name (Last name first, if individual) Vorlicek, Martha D.

Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

\*\*\* of the Managing Member of the General Partner of the General Partner

# A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer\*\*\* Director General and/or Managing Partner Full Name (Last name first, if individual) Bilden, Philip M. Business or Residence Address (Number and Street, City, State, Zip Code) c/o HarbourVest Partners (Asia) Limited, Citibank Tower Suite 1207, 3 Garden Road Central, Hong Kong Executive Officer Check Box(es) that Apply: Beneficial Owner Director General and/or Managing Partner Promoter Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

\*\*\* of the Managing Member of the General Partner of the General Partner

|  |  |                |                |               |                  | B. INFO      | ORMATIC      | N ABOUT      | OFFERI       | VG           |              |              |              |             |    |
|--|--|----------------|----------------|---------------|------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|-------------|----|
|  |  |                |                |               |                  |              |              |              |              |              |              |              |              | Yes         |    |
| 1. I   | Has the                                    | issuer sold    | , or does the  | e issuer inte |                  |              |              |              |              |              | ••••••       | ••••         | •••••        |             | Ø  |
| Answer also in Appendix, Column 2, if filing under ULOE.   |  |                |                |               |                  |              |              |              |              |              |              |              |              |             |    |
| . What is the minimum investment that will be accepted from any individual?  |  |                |                |               |                  |              |              |              | \$10,000,    | *000         |              |              |              |             |    |
|  | -  | ·              |                |               |                  | on to reduce |              |              |              |              |              |              |              |             | No |
|  |  |                | •              |               | _                |              |              |              |              |              |              |              |              |             |    |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. No placement fees will be paid with respect to sales in the U.S. Certain placement fees may be paid with respect to sales outside the U.S. |  |                |                |               |                  |              |              |              |              |              |              |              |              |             |    |
| Full N   | Full Name (Last name first, if individual) |                |                |               |                  |              |              |              |              |              |              |              |              |             |    |
| Not ap   | plicable                                   | <del>)</del> . |                |               |                  |              |              |              |              |              |              |              |              |             |    |
| Busine   | ess or R                                   | esidence A     | ddress (Nu     | mber and S    | treet, City,     | State, Zip C | Code)        |              |              |              |              |              |              |             |    |
|  |  |                |                |               |                  |              |              |              |              |              |              |              |              |             |    |
| Name   | of Asso                                    | ciated Bro     | ker or Deal    | er .          |                  |              |              |              |              |              |              |              |              |             | -  |
|  |  |                |                |               |                  |              |              |              |              |              |              |              |              |             |    |
| States   | in Whic                                    | h Person L     | isted Has      | Solicited or  | Intends to       | Solicit Purc | hasers       |              |              |              |              |              |              | · <u>-</u>  |    |
| (  | Check "                                    | 'All States'   | or check i     | ndividual S   | tates)           |              |              |              |              |              |              |              |              | ☐ All State | es |
| [  | AL]  | [AK]           | [AZ]           | [AR]          | [CA]             | [CO]         | [CT]         | [DE]         | [DC]         | [FL]         | [GA]         | [HI]         | [ID]         |             |    |
| [  | IL]  | [IN]           | [IA]           | [KS]          | [KY]             | [LA]         | [ME]         | [MD]         | [MA]         | [MI]         | [MN]         | [MS]         | [MO]         |             |    |
| -  | MT]  | [NE]           | [NV]           | [NH]          | [NJ]             | [NM]         | [NY]         | [NC]         | [ND]         | [OH]         | [OK]         | [OR]         | [PA]         |             |    |
|  | RI]  | [SC]           | [SD]           | [TN]          | [TX]             | [UT]         | [VT]         | [VA]         | [WA]         | [WV]         | [WI]         | [WY]         | [PR]         |             |    |
| Full N   | ame (La                                    | ist name III   | rst, if indivi | iduai)        |                  |              |              |              |              |              |              |              |              |             |    |
|  |  | ·, ·           | 11 - 21        | 1 10          | <del>- 5:-</del> | <u> </u>     |              | ·            |              |              |              |              |              |             |    |
| Busine   | ess or Re                                  | esidence A     | daress (Nu     | mber and S    | treet, City,     | State, Zip C | lode)        |              |              |              |              |              |              |             |    |
| <b>N7</b>  |  |                | 5.1            |               |                  |              |              |              |              |              |              |              |              |             |    |
| Name   | oi Asso                                    | ciated Broi    | ker or Deal    | er            |                  |              |              |              |              |              |              |              |              |             |    |
|  |  | <del></del>    |                |               |                  |              |              |              |              |              |              |              |              |             |    |
|  |  |                |                |               |                  | Solicit Purc |              |              |              |              |              |              |              |             |    |
| (1   | Check "                                    | All States"    | or check in    | ndividual S   | tates)           | ••••         |              |              | ••••••       | •••••        |              | •••••        |              | □ All State | es |
| -  | AL]  | [AK]           | [AZ]           | [AR]          | [CA]             | [CO]         | [CT]         | [DE]         | [DC]         | [FL]         | [GA]         | [HI]         | [ID]         |             |    |
| _  | IL]  | [IN]           | [IA]           | [KS]          | [KY]             | [LA]         | [ME]         | [MD]         | [MA]         | [MI]         | [MN]         | [MS]         | [MO]         |             |    |
| •  | MT]<br>RI]                                 | [NE]<br>[SC]   | [NV]<br>[SD]   | [NH]<br>[TN]  | [NJ]<br>[TX]     | [NM]<br>[UT] | [NY]<br>[VT] | [NC]<br>[VA] | [ND]<br>[WA] | [OH]<br>[WV] | [OK]<br>[WI] | [OR]<br>[WY] | [PA]<br>[PR] |             |    |
|  |  | <del></del>    | rst, if indiv  | <del></del>   |                  | [01]         | [ 1]         | [VA]         |              | [ ** * ]     | [,,,1]       | [44.1]       | [1 K]        |             |    |
|  | (  |                | ,              | ,             |                  |              |              |              |              |              |              |              |              |             |    |
| Busine   | ess or Re                                  | sidence A      | ddress (Nu     | mber and S    | treet, City.     | State, Zip ( | Code)        |              |              |              |              |              |              |             |    |
|  |  |                |                |               | ,,,              | , <u>-</u>   |              |              |              |              |              |              |              |             |    |
| Name   | of Asso                                    | ciated Brol    | ker or Deal    | er            |                  |              |              |              |              |              |              |              |              |             |    |
| 1 (4.7.10  | 0111000                                    | J. G. C.       | ioi oi boui    |               |                  |              |              |              |              |              |              |              |              |             |    |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers   |  |                |                |               |                  |              |              |              |              |              |              |              |              |             |    |
| (Check "All States" or check individual States)  |  |                |                |               |                  |              |              |              | :s           |              |              |              |              |             |    |
| ,  | AL]  | [AK]           | [AZ]           | [AR]          | [CA]             | [CO]         | [CT]         | [DE]         | [DC]         | [FL]         | [GA]         | [HI]         | [ID]         |             |    |
|  | IL]  | [IN]           | [IA]           | [KS]          | [KY]             | [LA]         | [ME]         | [MD]         | [MA]         | [MI]         | [MN]         | [MS]         | [MO]         |             |    |
|  | MT]  | [NE]           | [NV]           | [NH]          | [NJ]             | [NM]         | [NY]         | [NC]         | [ND]         | [OH]         | [OK]         | [OR]         | [PA]         |             |    |
| []   | RI]  | [SC]           | [SD]           | [TN]          | [XT]             | [UT]         | [VT]         | [VA]         | [WA]         | [WV]         | [WI]         | [WY]         | [PR]         |             |    |

| C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USI  | E OF PROCEEDS               |  |
|---|-----------------------------|--|
| <ol> <li>Enter the aggregate offering price of securities included in this offering and the total amount already sold.         Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.     </li> </ol>                      |                             |  |
| Type of Security  | Aggregate<br>Offering Price | Amount Already<br>Sold                     |
| Debt  | \$0                         | \$0  |
| Equity  | \$0                         | _ \$0                                      |
| □ Common □ Preferred  |                             |  |
| Convertible Securities (including warrants)   | \$0                         | \$0  |
| Partnership Interests   | \$300,000,000*              | \$65,000,000                               |
| Other (Specify)   | \$0                         | \$0  |
| Total   | \$300,000,000               | \$65,000,000                               |
| Answer also in Appendix, Column 3, if filing under ULOE.  |                             |  |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."         |                             |  |
|   | Number<br>Investors         | Aggregate<br>Dollar Amount<br>of Purchases |
| Accredited Investors  | 2                           | \$65,000,000                               |
| Non-accredited Investors  | 0                           | \$0  |
| Total (for filings under Rule 504 only)   |                             | <u> </u>                                   |
| Answer also in Appendix, Column 4, if filing under ULOE.  |                             |  |
| 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.   |                             |  |
|   | Type of Security            | Dollar Amount<br>Sold                      |
| Type of offering  |                             |  |
| Rule 505  |                             |  |
| Regulation A  |                             |  |
| Rule 504  |                             |  |
| Total   |                             | \$   |
| a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. |                             |  |
| Transfer Agent's Fees   |                             | <b>E</b> \$0                               |
| Printing and Engraving Costs  |                             | <b>3</b> \$**                              |
| Legal Fees  |                             | <b>2</b> \$**                              |
| Accounting Fees   |                             | <b>≥</b> \$0                               |
| Engineering Fees.   |                             | <b>≥</b> \$0                               |
| Sales Commissions (specify finders' fees separately)  |                             | <b>⊠</b> \$**                              |

**≥** \$0

**\$1,000,000\*\*** 

Other Expenses (identify)

Total

<sup>\*</sup> Aggregate offering amount of direct and indirect investments in HIPEP V-Asia Pacific and Rest of World Partnership Fund L.P., which may be made directly in such fund or indirectly through investments in the Fund or related entities. \*\* Organizational and offering expenses (excluding placement fees) will be paid by the Fund up to the lesser of 1% of capital commitments or \$1,000,000. Any placement fees will be paid by HIPEP V-Asia Pacific and Rest of World Partnership Fund L.P. but borne by the General Partner through a 100% offset against its management fee

|  | C. OFFERING PRICE, NUMBER O   | OF INVESTORS, EXPENSES AND US   | E OF PROC    | EEDS                                      |                            |  |  |  |
|--|---|---|--------------|---|----------------------------|--|--|--|
| b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." |   |   |              |   |                            |  |  |  |
| 5.   | Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. |   |              |   |                            |  |  |  |
|  |   |   | Off<br>Direc | nents to<br>icers,<br>ctors, &<br>iliates | Payments To<br>Others      |  |  |  |
|  | Salaries and fees   |   | \$           | <del></del>                               | \$                         |  |  |  |
|  | Purchase of real estate   |   | \$           |   | \$                         |  |  |  |
|  | Purchase, rental or leasing and installation of machinery and equi  | ipment  | \$           |   | \$                         |  |  |  |
|  | Construction or leasing of plant buildings and facilities   |   |              | \$  |                            |  |  |  |
|  | Acquisition of other businesses (including the value of securities used in exchange for the assets or securities of another issuer pur  | \$  |              | \$  |                            |  |  |  |
| Repayment of indebtedness  |   |   |              |   | \$                         |  |  |  |
| Working capital  |   |   |              |   | \$                         |  |  |  |
| Other (specify): Investment in HIPEP V-Asia Pacific and Rest of World Partnership Fund L.P   |   |   |              | 000,000                                   | \$                         |  |  |  |
|  |   |   | \$           |   | \$                         |  |  |  |
| Column Totals  |   |   |              | 000,000                                   | \$                         |  |  |  |
| Total Payments Listed (columns totals added)   |   |   |              | . 🗷 \$299,000,000                         |                            |  |  |  |
|  |   |   |              |   |                            |  |  |  |
|  |   |   |              | ·   |                            |  |  |  |
| Гh   | D. F e issuer has duly caused this notice to be signed by the undersigned du  | EDERAL SIGNATURE  | l under Rule | 505 the follow                            | ving signature constitutes |  |  |  |
| an   | undertaking by the issuer to furnish to the U.S. Securities and Exchangen-accredited investor pursuant to paragraph (b)(2) of Rule 502.   |   |              |   |                            |  |  |  |
| ss   | uer (Print or Type)   | Signature   |              | Date                                      |                            |  |  |  |
| HI   | PEP V-Asia Pacific and Rest of World Non-Carry Cayman Partnership Fund L.P.   | Marthan Voilier Oct   |              |   | ober 11, 2005              |  |  |  |
| ٧a   | me of Signer (Print or Type)  | Title of Signer (Print or Type)   |              |   |                            |  |  |  |
| Ma   | urtha D. Vorlicek   | Managing Director of HarbourVest Partners, LLC, the managing member of HIPEP V-Partnership Associates LLC, the general partner of HIPEP V-Partnership Associates L.P., the general partner of HIPEP V-Asia Pacific and Rest of World Non-Carry Cayman Partnership Fund L.P. |              |   |                            |  |  |  |